

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
)

Verizon Communications Inc., Transferee,)
and MCI, Inc., Transferor, on behalf of itself)
and its subsidiary MCI International, Inc.)
)

File No. _____

Application for Authority to Transfer Control)
of Cable Landing Licenses)
)
)

APPLICATION

I. INTRODUCTION

Pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767 (1999), and Executive Order No. 10530, Verizon Communications Inc. ("Verizon") and MCI, Inc. ("MCI"), on behalf of itself and its subsidiary MCI International, Inc., hereby request approval for the transfer of control of the cable landing licenses held by MCI International, Inc. to Verizon. These cable landing licenses are listed in Attachment A hereto. Verizon and MCI (collectively "Applicants") are concurrently filing applications with the Federal Communications Commission ("FCC" or "Commission") for authority to transfer MCI's blanket domestic Section 214 authorizations, its international Section 214 authorizations, and various satellite earth station and radio station licenses to Verizon.

II. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

Verizon and MCI have entered into a transaction that will result in MCI becoming a wholly-owned subsidiary of Verizon. Under the terms of the agreement, a wholly-owned subsidiary of Verizon will merge with and into MCI. MCI will be the surviving corporation, thereby becoming a wholly-owned subsidiary of Verizon. MCI shareholders will receive 0.4062 shares of Verizon common stock and \$1.50 for each MCI share owned. Shareholders also will receive a special dividend payment of \$4.50 per share.

Following consummation of the transaction, MCI will continue to own the stock of its subsidiaries and MCI and its subsidiaries will continue to hold all of the FCC authorizations that they held prior to the transaction. As such, the transaction does not involve any assignment of MCI's licenses and authorizations, or any change in the licensees that hold such licenses and authorizations, and those companies will continue to provide service to the public. Similarly, the transaction will not result in any assignment of Verizon's existing licenses and authorizations, or any change in the licensees that hold such licenses and authorizations. Those companies also will continue to provide service to the public.

As part of the transaction, the Applicants seek to transfer control of the cable landing licenses described herein from MCI to Verizon. A description of the public interest benefits of the transaction is attached as Exhibit 1 to the "Application for Consent to Transfer of Control" seeking FCC consent to the transfer of control of certain domestic Section 214 authorizations held by MCI and its subsidiaries to Verizon. That application is available online through the FCC's Electronic Comment Filing System ("ECFS") at <http://www.fcc.gov/cgb/ecfs/> under the

proceeding WC Docket No. 05-75. The exhibit is incorporated herein by reference, as permitted under FCC rules.¹

III. INFORMATION REQUIRED UNDER SECTION 1.767 OF THE COMMISSION'S RULES

In accordance with Section 1.767 of the Commission's Rules, 47 C.F.R. §1.767,

Applicants submit the following information:

(1) Name, Address and Telephone Number of Each Applicant

Transferor/Licensee: MCI, Inc./MCI International, Inc.
22001 Loudoun County Parkway
Ashburn, Virginia 20147
USA
(703) 886-5600

Transferee: Verizon Communications Inc.
1095 Avenue of the Americas
New York, NY 10036
(212) 395-2121

(2) State of Organization

Transferor/Licensee: MCI, Inc. and MCI International, Inc. are organized under the laws of the state of Delaware.

Transferee: Verizon Communications Inc. is organized under the laws of the state of Delaware.

(3) Contact Persons for This Application

Questions or inquiries concerning this Application may be directed to:

Anastasia Kelly, Executive VP and General Counsel
Richard S. Whitt
Dennis W. Guard, Jr.
MCI, Inc.
1133 19th Street NW
Washington, D.C. 20036

¹ See, e.g., 47 C.F.R. §§ 1.923(b), 1.10009(c)(2), 25.130(c) (2003).

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(4)-(7) Not Applicable.

(8) Affiliations and Other Certifications Required by Sections 63.18(h)-(k) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h)-(k), (o).

Verizon is affiliated, as that term is defined by Section 63.09 of the Commission's Rules, with the following foreign carriers: Verizon Dominicana, C. por A. ("Verizon

Dominicana”);² Compañía Anónima Nacional Teléfonos de Venezuela (“CANTV”); Gibtelecom Limited (“Gibtelecom”);³ GTE Far East (Services) Limited (“GTEFE”); Verizon Global Solutions U.K. Ltd (“GS-UK”); Verizon Global Solutions Netherlands B.V. (“GS-Netherlands”); Verizon Global Solutions Belgium B.V.B.A (“GS-Belgium”); Verizon Global Solutions Germany GmbH (“GS-Germany”); Verizon Global Solutions France SAS (“GS-France”); Verizon Global Solutions Holdings V Ltd. (“GS-Japan”); Verizon Global Solutions Switzerland GmbH (“GS-Switzerland”); Verizon Global Solutions Italy S.r.l. (“GS-Italy”); Verizon Global Solutions Spain S.r.l. (“GS-Spain”); Verizon Global Solutions Singapore Pte. Ltd. (“GS-Singapore”); Verizon Global Solutions Ireland Limited (“GS-Ireland”).

Section 63.18(h) – Ownership and Interlocking Directorates

Verizon is a publicly traded U.S. corporation. No person or entity directly or indirectly owns ten percent or more of the equity of Verizon.

Janet M. Garrity, an Assistant Treasurer of Verizon Communications Inc., also is Treasurer of GS-Japan. In addition, the following officers and/or directors of one or more of Verizon’s subsidiaries holding international Section 214 authorizations (the “Verizon 214 Licensees”),⁴ are part of interlocking directorates as defined by Section 63.09(g) of the Commission’s Rules.

² Verizon Dominicana was formerly known as CODETEL, C. POR A.

³ Gibtelecom was formerly known as Gibraltar NYNEX Communications Ltd. Gibraltar Telecommunications International Limited (“Gibtel”), formerly a subsidiary of Gibraltar NYNEX Communications Ltd., has been merged into Gibtelecom.

⁴ The Verizon 214 Licensees are Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance (“VLD”) (FRN 0004-3425-98), NYNEX Long Distance Company d/b/a Verizon

- (1) Ms. Garrity also is an Assistant Treasurer of Verizon Maine, Treasurer of Verizon Pacifica and Verizon Airfone, and Treasurer and Vice President of GTE Wireless;
- (2) Manuel Bonilla is a director and Vice President – International of CIC and Vice President – Diversified Operations and International Services of Verizon Dominicana;
- (3) Patricia de Barros-Kari is an alternate director and Assistant Secretary of GS-Ireland, a director and Assistant Secretary of GS-Japan, Secretary of GS-UK, and Assistant Secretary of VHI;
- (4) John N. Doherty is a director CIC, Verizon Airfone, CANTV, and Verizon Dominicana, as well as Chairman of the Board of CIC;
- (5) Peter K. Geiger is a director of GTEFE, GS-Ireland, GS-Japan, GS-Italy, GS-Netherlands, GS-Singapore, GS-Spain, GS-UK, and VHI, as well as Manager and Assistant Treasurer of GS-Ireland, Assistant Treasurer, Vice President, and Deputy Chairman of GS-Japan, Managing Director of GS-Germany, and Controller, Assistant Treasurer, Chief Financial Officer, and Vice President of VHI;

Enterprise Solutions (“VES”) (FRN 0004-3425-80), Verizon Global Solutions Inc. (“VGSI”) (FRN 0004-3729-75), Verizon Hawaii International Inc. (“VHI”) (FRN 0004-3744-43), GTE Pacifica Incorporated d/b/a Verizon Pacifica (“Verizon Pacifica”) (FRN 0004-3399-33), Verizon Select Services Inc. (“VSSI”) (FRN 0004-9973-75), GTE Wireless Incorporated (“GTE Wireless”) (FRN 0003-5796-95), Verizon Airfone Inc. (formerly GTE Airfone Incorporated) (“Verizon Airfone”) (FRN 0005-0485-82), GTE Railfone LLC (“GTE Railfone”) (FRN 0006-3693-42), CODETEL International Communications Incorporated (“CIC”) (FRN 0006-3694-41), and Verizon New England, Inc. (d/b/a Verizon Maine) (“Verizon Maine”) (FRN 0003-6289-71). VSSI and VGSI merged on March 1, 2005. Verizon will file a notification regarding this *pro forma* transfer of control of VGSI’s international Section 214 authorizations within 30 days of the consummation of the transaction, as provided by Section 63.24 of the Commission’s Rules. 47 C.F.R. § 63.24. In addition, the Commission has granted approval for the transfer of control of Verizon Pacifica and its Section 214 licenses to Pacific Telecom, Inc. *See Bell Atlantic New Zealand Holdings, Inc., Transferor and Pacific Telecom Inc., Transferee Applications for Consent to Transfer Control of a Submarine Cable Landing License, International and Domestic Section 214 Authorizations, a Cellular Radiotelephone License, Common Carrier and Non-Common Carrier Satellite Earth Station Licenses, and a Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 18 FCC Red 23140 (2003). Verizon also holds interests in the following entities which hold international Section 214 authorizations: CANTV, PRT Larga Distancia, Inc., and Cellco Partnership d/b/a Verizon Wireless.

- (6) Benigno González is a director of CIC and Vice President – Marketing and Product Management of Verizon Dominicana;
- (7) Hector B. Houssay is a director of CIC and a director and Vice President – Finance of Verizon Dominicana;
- (8) John J. Lack is a director of CANTV, Verizon Dominicana, and CIC, and is Vice President of Verizon Pacifica;
- (9) Londa C. Perrett is Assistant Secretary of VLD, CIC, Verizon Pacifica, VES, VHI, VSSI, Verizon Dominicana, and GS-Japan;
- (10) Daniel C. Petri is a director of CANTV, a director and President of Verizon Pacifica, and a director and Chairman of the Board of Verizon Dominicana;
- (11) John D. Pricken is a director of VHI, GS-UK, GTEFE, GS-Japan, GS-Spain and GS-Singapore, as well as Managing Director of GS-Germany, and Chairman and President of VHI and GS-Japan.

Section 63.18(i) – Affiliations With Foreign Carriers

Verizon certifies that it is not a foreign carrier. Verizon is affiliated, as that term is defined in Section 63.09 of the Commission’s Rules, 47 C.F.R. § 63.09, with a number of foreign carriers. The foreign affiliations, including the types of services offered and the nature of the relationship with Verizon, are listed below.

- (a) Verizon Dominicana: Verizon indirectly owns 100 percent of Verizon Dominicana, which provides domestic and international telecommunications services in the Dominican Republic. Verizon Dominicana also owns cable landing stations in the Dominican Republic.
- (b) CANTV: Verizon indirectly owns 28.5 percent of (“CANTV”), which provides domestic and international telecommunications services in Venezuela. CANTV also owns cable landing stations in Venezuela.
- (c) Verizon Global Solutions Operating Affiliates: In deploying its global network, Verizon has created a number of foreign operating entities outside the United States that hold operating licenses, interconnect with foreign carriers, and operate telecommunications systems and networks. The entities that presently hold operating licenses or operate telecommunications systems and networks are as follows:

- (1) GTEFE: Verizon indirectly owns 100 percent of (“GTEFE”), a Hong Kong corporation doing business in Japan and Hong Kong. GTEFE is one of over 300 entities that holds a Type I license in Japan. In addition, GTEFE holds a Public Non-Exclusive Telecommunications Service License to provide International Value-Added Network Services in Hong Kong.
- (2) GS-UK: Verizon indirectly owns 100 percent of GS-UK, which was formed to provide domestic and international transport and connectivity in the United Kingdom. GS-UK holds SPL (self-provision), TSL (private line), ISVR (international simple voice resale) and PTO without Code Powers (public telecommunications operator) licenses in the United Kingdom.
- (3) GS-Netherlands: Verizon indirectly owns 100 percent of GS-Netherlands, which was formed to provide domestic and international transport and connectivity in the Netherlands. GS-Netherlands holds a Public Network license in the Kingdom of the Netherlands.
- (4) GS-Belgium: Verizon indirectly owns 100 percent of GS-Belgium, which was formed to provide domestic and international transport and connectivity in Belgium. GS-Belgium holds a Public Network license in Belgium.
- (5) GS-Germany: Verizon indirectly owns 100 percent of GS-Germany, which was formed to provide domestic and international transport and connectivity in the Federal Republic of Germany. GS-Germany holds a Type 3 Network license in Germany.
- (6) GS-France: Verizon indirectly owns 100 percent of GS-France, which was formed to provide domestic and international transport and connectivity in France. GS-France holds a Public Network license in France.
- (7) GS-Japan: Verizon indirectly owns 100 percent of GS-Japan, a Bermuda corporation with a branch office doing business in Japan as Verizon Global Solutions Japan. GS-Japan is one of over 8,000 entities that holds a Special Type II license in Japan.
- (8) GS-Switzerland: Verizon indirectly owns 100 percent of GS-Switzerland, which was formed to provide domestic and international transport and connectivity in Switzerland. GS-Switzerland is registered as a provider of telecommunications services in Switzerland.

- (9) GS-Italy: Verizon indirectly owns 100 percent of GS-Italy, which was formed to provide domestic and international transport and connectivity in Italy. GS-Italy is registered as a provider of telecommunications services in Italy.
 - (10) GS-Spain: Verizon indirectly owns 100 percent of GS-Spain, which was formed to provide domestic and international transport and connectivity in Spain. GS-Spain holds a C-type general authorization to provide telecommunications services in Spain.
 - (11) GS-Singapore: Verizon indirectly owns 100 percent of GS-Singapore, which was formed to provide domestic and international transport and connectivity in Singapore. GS-Singapore holds a Services-Based Operator (Individual) License in Singapore.
 - (12) GS-Ireland: Verizon indirectly owns 100 percent of GS-Ireland, a company formed under the laws of the Republic of Ireland. GS-Ireland was created to be a reseller of network capacity held and operated by GS-UK, GS-Germany, GS-Belgium, GS-Netherlands, GS-France, GS-Japan, GS-Switzerland, GS-Italy, GS-Spain, GS-Singapore and other licensed operating companies established by VGSI.
- (d) Gibtelecom: Verizon indirectly owns 50 percent of Gibtelecom, which is authorized to provide domestic wireline communications and international telecommunications services between Gibraltar and Spain.

All of Verizon's foreign affiliates provide basic telecommunications services, and all of the affiliates lack market power in their home markets, except for Verizon Dominicana, CANTV, and Gibtelecom.

After consummation of the proposed transaction, Verizon will also be affiliated with Avantel, SA, a provider of intra-city and international transport telecommunications services in Mexico. MCI holds a 44.5% voting interest in Avantel. Verizon will also be affiliated with the following MCI subsidiaries, which operate as foreign carriers as

defined by Section 63.09(d) of the Commission's Rules.⁵ All of these foreign subsidiaries provide basic telecommunications services, and all of these foreign subsidiaries lack market power in their home markets.

<u>Country</u>	<u>Foreign Carrier</u>
Argentina	MCI International (Argentina) S.A. UUNET Argentina, SRL
Australia	MCI WorldCom Australia Pty Limited
Austria	MCI WorldCom Telecommunication Services Austria Gessellschaft m.b.H UUNET (Austria) GmbH
Belgium	MCI Belgium Luxembourg S.A.
Botswana	UUNET Botswana ⁶
Canada	WorldCom Canada Limited
Chile	MCI International de Chile S.A. UUNET International (Chile) Ltda
Colombia	MCI Colombia, S.A.
Czech Republic	MCI WorldCom Telecommunications (Czech Republic), s.r.o. UUNET Czech, s.r.o.
Denmark	WorldCom Telecommunications A/S
Finland	UUNET Finland Oy
France	MCI France S.A.
Germany	MCI Deutschland GmbH
Greece	UUNET Hellas EPE
Hong Kong	MCI WorldCom Asia Pacific Limited
Hungary	UUNET Hungary KFT
Ireland	MCI WorldCom (Ireland) Limited
Italy	MCI Italia S.p.A.

⁵ Unless otherwise indicated, MCI holds a 100% direct or indirect ownership interest in each subsidiary.

⁶ MCI holds an 80% ownership interest in UUNET Botswana.

<u>Country</u>	<u>Foreign Carrier</u>
Japan	MCI WorldCom Japan, Limited MCI WorldCom Communications Japan Ltd. MCI International (Japan) Co., Ltd. UUNET Japan, Ltd.
Kenya	UUNET Kenya Limited ⁷
Korea	MCI WorldCom Korea, Ltd
Luxembourg	MCI Belgium Luxembourg S.A.
Namibia	UUNET Namibia (Pty) Limited
Netherlands	MCI Netherlands B.V.
New Zealand	WorldCom New Zealand Limited
Norway	MCI WorldCom AS (Norway) UUNET Norway AS
Panama	MCI International Panama, S.A. UUNET International Panama S.A.
Peru	MCI WorldCom Peru, SRL
Poland	UUNET Polska S.P. Z.o.o.
Portugal	UUNET Portugal, Sociedade Unipessoal, Lda
Russia	MCI (CIS) LLC
Singapore	MCI WorldCom Asia Pte. Limited UUNET Singapore Pte Ltd
South Africa	UUNET South Africa (Pty) Ltd
Spain	MCI WorldCom (Spain), S.A. Sociedad Espanola de Servicios de Internet UUNET S.L. (Spain)
Sweden	MCI WorldCom Aktiebolag UUNET Sweden AB
Switzerland	MCI WorldCom A.G. ⁸ UUNET Schweiz GmbH
Taiwan, ROC	MCI WorldCom Taiwan Co. Ltd.
United Kingdom	MCI WorldCom Limited
Venezuela	MCI de Venezuela, S.A.
Zambia	UUNET Zambia Limited ⁹

⁷ MCI holds a 60% ownership interest in UUNET Kenya Limited.

⁸ MCI holds a 97% ownership interest in MCI WorldCom A.G.

⁹ MCI holds a 60% ownership interest in UUNET Zambia Limited.

Section 63.18(j) – Service to Destination Markets of Foreign Carriers Controlled by Transferee

Verizon certifies that it is not a foreign carrier but that it holds controlling interests in certain foreign carriers in destination countries. Verizon will also continue to provide service in foreign markets via the foreign carriers affiliated with MCI and its subsidiaries. Therefore, following consummation of the transaction, Verizon will control foreign carriers in the following destination markets.

<u>Country</u>	<u>Foreign Carrier(s) Controlled by Verizon</u>	<u>Foreign Carrier(s) Controlled by MCI</u>
Argentina		MCI International (Argentina) S.A. UUNET Argentina, SRL
Australia		MCI WorldCom Australia Pty Limited
Austria		MCI WorldCom Telecommunication Services Austria Gesellschaft m.b.H UUNET (Austria) GmbH
Belgium	Verizon Global Solutions Belgium B.V.B.A.	MCI Belgium Luxembourg S.A.
Botswana		UUNET Botswana ¹⁰
Canada		WorldCom Canada Limited
Chile		MCI International de Chile S.A. UUNET International (Chile) Ltda
Colombia		MCI Colombia, S.A.
Czech Republic		MCI WorldCom Telecommunications (Czech Republic), s.r.o. UUNET Czech, s.r.o.
Denmark		WorldCom Telecommunications A/S
Dominican Republic	Verizon Dominicana, C. por A.	
Finland		MCI WorldCom Finland Oy
France	Verizon Global Solutions France SAS	MCI France S.A.
Germany	Verizon Global Solutions Germany GmbH	MCI Deutschland GmbH

¹⁰

MCI holds an 80% ownership interest in UUNET Botswana.

<u>Country</u>	<u>Foreign Carrier(s) Controlled by Verizon</u>	<u>Foreign Carrier(s) Controlled by MCI</u>
Gibraltar	Gibtelecom Limited	
Greece		UUNET Hellas EPE
Hong Kong	GTE Far East (Services) Limited	MCI WorldCom Asia Pacific Limited
Hungary		UUNET Hungary KFT
Ireland	Verizon Global Solutions Ireland Limited	MCI WorldCom (Ireland) Limited
Italy	Verizon Global Solutions Italy S.r.l.	MCI Italia S.p.A.
Japan	GTE Far East (Services) Limited Verizon Global Solutions Holdings V Ltd.	MCI WorldCom Japan Limited MCI WorldCom Communications Japan Ltd. MCI International (Japan) Co., Ltd. UUNET Japan, Ltd.
Kenya		UUNET Kenya Limited ¹¹
Korea		MCI WorldCom Korea Limited
Luxembourg		MCI Belgium Luxembourg S.A.
Netherlands	Verizon Global Solutions Netherlands B.V.	MCI Netherlands B.V.
New Zealand		WorldCom New Zealand Limited
Norway		MCI WorldCom AS (Norway) UUNET Norway AS
Panama		MCI International Panama, S.A. UUNET International Panama S.A.
Peru		MCI WorldCom Peru SRL
Poland		UUNET Polska S.P. Z.o.o
Portugal		UUNET Portugal, Sociedade Unipessoal, Lda
Russia		MCI (CIS) LLC
Singapore	Verizon Global Solutions Singapore Pte. Ltd.	MCI WorldCom Asia Pte. Limited UUNET Singapore Pte Ltd
South Africa		UUNET South Africa (Pty) Ltd
Spain	Verizon Global Solutions Spain S.r.l.	MCI WorldCom (Spain), S.A. Sociedad Espanola de Servicios de Internet UUNET S.I. (Spain)

¹¹ MCI holds a 60% ownership interest in UUNET Kenya Limited.

<u>Country</u>	<u>Foreign Carrier(s) Controlled by Verizon</u>	<u>Foreign Carrier(s) Controlled by MCI</u>
Sweden		WorldCom Aktiebolag UUNET Sweden AB
Switzerland	Verizon Global Solutions Switzerland GmbH	MCI WorldCom A.G. ¹² UUNET Schweiz GmbH
Taiwan, ROC		MCI WorldCom Taiwan Co. Ltd.
United Kingdom	Verizon Global Solutions U.K. Ltd	MCI WorldCom Limited
Venezuela		MCI de Venezuela, S.A.
Zambia		UUNET Zambia Limited ¹³

Section 63.18(k) – WTO Membership

All of the countries listed in the response to Section 63.18(j) are WTO Member countries, except Taiwan and Russia.¹⁴ MCI's affiliates in Taiwan and Russia neither control bottleneck facilities nor have a fifty percent or greater market share in the Taiwanese and Russian international transport or local access markets, and therefore lack market power in Taiwan and Russia, respectively.

Section 63.18(o) – Anti-Drug Abuse Certification

Verizon certifies pursuant to sections 1.2001 through 1.2003 of the Commission's Rules that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the

¹² MCI holds a 97% ownership interest in MCI WorldCom A.G.

¹³ MCI holds a 60% ownership interest in UUNET Zambia Limited.

¹⁴ See List of WTO Member Countries at <http://www.wto.int/english/thewto_e/whatis_e/tif_e/org6_e.htm>. The U.S. Department of State has concluded that the 1994 Marrakesh Agreement Establishing the World Trade Organization applies to Gibraltar. See *Application of GTE CORPORATION, Transferor, and BELL ATLANTIC CORPORATION, Transferee; For Consent to Transfer Control of Domestic and International Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, Memorandum, Opinion and Order, 15 FCC Rcd 14032, 14218-219 (2000) ("Merger Order").

Anti-Drug Abuse Act of 1988.

(9) Routine Conditions Specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

Verizon certifies that it accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

(10) Not Applicable.

(11) Information Required of Transfer of Control Applicants.

A listing of the cable landing licenses held by MCI International, Inc. and the original file numbers of these licenses is attached hereto as Attachment A.

As part of the proposed transaction, MCI is transferring to Verizon its voting interests in the cable systems set forth in Attachment B.

IV. CONCLUSION

For the reasons presented herein, Applicants submit that the public interest, convenience and necessity would be served by a grant of this application for transfer of control of the referenced cable landing licenses, and respectfully request that this application be granted.

Respectfully submitted,

Verizon Communications Inc.

MCI, Inc.

/s/ Michael E. Glover

/s/ Richard S. Whitt

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Dated: March 11, 2005

ATTACHMENT A

Submarine Cable Landing Licenses Held by MCI International, Inc.

<u>Cable System</u>	<u>Licensed Entities</u>	<u>FCC ID Number</u>
TAINO-CARIB	MCI International, Inc.	SCL 92-002
TPC-5	MCI International, Inc.	SCL 92-005
Columbus II	MCI International, Inc.	SCL 93-001
Americas I	MCI International, Inc.	SCL 93-002
TAT-12/TAT-13	MCI International, Inc.	SCL 93-004
Antillas I	MCI International, Inc.	SCL 95-012
Bahamas II	MCI International, Inc.	SCL-LIC-19960329-00128
PAN AMERICAN	MCI International, Inc.	SCL-LIC-19970421-00002
China-US	MCI International, Inc.	SCL-LIC-19980309-00005
Americas II	MCI International, Inc.	SCL-LIC-19980429-00019
Guam-Philippines	MCI International, Inc.	SCL-LIC-19980511-00017
COLUMBUS III	MCI International, Inc.	SCL-LIC-19980527-00007

The following cables have been retired:

PacRim West (retired 12/31/04)	MCI International, Inc.	SCL 90-005
TAT-9 (retired 12/31/03)	MCI International Inc.	SCL 88-004
HAW-4/TPC-3 (retired 9/30/03)	MCI International Inc.	SCL 85-003
HAW-5 (retired 7/1/04)	MCI International Inc.	SCL 90-004
TPC-4 (retired 7/1/04)	MCI International, Inc.	SCL 89-004
TCS-1 (retired 2003)	MCI International Inc.	SCL 87-071

ATTACHMENT B

MCI Ownership Interests in Cable Systems Being Transferred to Verizon

<u>Cable System</u>	<u>Voting Rights</u>	<u>Segment</u>	<u>Capacity Whole STM-1 Equivalent</u>
TAINO-CARIB	14.164%	St. Thomas-Isla Verde, PR	1.03
		St. Thomas-Miramar, PR	8.34
		St. Thomas-Tortola	5.83
TPC-5	14.865%	US-Japan	11.00
		US-Guam	1.58
		US-Hawaii	3.06
		Hawaii-Guam	1.59
		Hawaii-Japan	1.86
		Guam-Japan	1.21
Columbus II	8.306%	Florida-Mexico	0.65
		Florida-St. Thomas ¹⁵	2.33
		St. Thomas-Portugal	0.02
		St. Thomas-Spain	0.35
		St. Thomas-Italy	0.29
Americas I	10.678%	Florida-St. Thomas ¹⁵	2.33
		St. Thomas-Trinidad	0.74
		St. Thomas-Brazil	0.68
		Trinidad-Venezuela	0.36
TAT-12/TAT-13	23.645%	US-UK	35.21
		US-France	9.82
Antillas I	6.137%	Puerto Rico-Dom. Republic	0.91
Bahamas II	7.500%	Florida-Bahamas	0.12
PAN AMERICAN	11.843%	St. Thomas-Aruba	0.11
		St. Thomas-Venezuela	0.44
		St. Thomas-Colombia	0.51
		St. Thomas-Panama	0.24
		St. Thomas-Ecuador	0.13
		St. Thomas-Peru	0.24
		St. Thomas-Chile	0.44

¹⁵ Florida-St. Thomas Segment is shared between Americas I and Columbus II and split 50/50.

<u>Cable System</u>	<u>Voting Rights</u>	<u>Segment</u>	<u>Capacity Whole STM-1 Equivalent</u>
China-US	6.667%	US-Japan	10.28
		US-China	18.21
		US-Guam	4.43
		US-Taiwan	2.55
		US-Korea	17.13
		Japan-China	2.51
		Japan-Korea	0.50
		Japan-Guam	1.41
		Unassigned	7.48
Americas II	10.230%	Florida-St. Croix	34.32
		St. Croix-Brazil	13.51
		St. Croix-Puerto Rico	20.81
Guam-Philippines	2.108%	Guam-Philippines	1.21
Columbus III	18.252%	US-Portugal	2.01
		US-Spain	7.86
		US-Italy	12.68

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served this date upon the following:

Marlene Dortch
Secretary
Federal Communications Commission
445 12 St., S.W.
Washington, DC 20554
(via the FCC's International Bureau Filing System)

David Krech
International Bureau
Federal Communications Commission
445 12 St., S.W.
Washington, DC 20554
(via electronic mail to David.Krech@fcc.gov)

Susan O'Connell
International Bureau
Federal Communications Commission
445 12 St., S.W.
Washington, DC 20554
(via electronic mail to Susan.O'Connell@fcc.gov)

Ambassador David Gross
U.S. Coordinator
EB/CIP
U.S. Department of State
2201 C Street, N.W.
Washington, D.C. 20520-5818
(via first class U.S. mail, postage prepaid)

Office of Chief Counsel/NTIA
U.S. Department of Commerce
14th St. and Constitution Ave., N.W.
Washington, D.C. 20230
(via first class U.S. mail, postage prepaid)

Defense Information Systems Agency
Code RGC
701 S. Courthouse Road
Arlington, VA 22204
(via first class U.S. mail, postage prepaid)

/s/ Ruth E. Holder
Ruth E. Holder

Dated: March 11, 2005

CABLE LANDING LICENSE APPLICATION
FOR OFFICIAL USE ONLY

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application for transfer of control of MCI International, Inc.'s submarine cable landing licenses from MCI to Verizon.

1. Applicant

Name:	MCI International, Inc.	Phone Number:	202-736-6148
DBA Name:		Fax Number:	202-736-6359
Street:	1133 19th Street, N.W.	E-Mail:	Dennis.Guard@mci.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036 —
Attention:	Dennis W Guard Jr		

2. Contact

Name:	Gil M. Strobel	Phone Number:	202-777-7700
Company:	Lawler, Metzger, Milkman & Keeney, LLC	Fax Number:	202-777-7763
Street:	2001 K Street NW, Suite 802	E-Mail:	gstrobel@lmmk.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006 –
Contact Title:	Attorney	Relationship:	Legal Counsel

3. Place of Incorporation of Applicant Delaware

4. Other Company(ies) and Place(s) of Incorporation

5. Destination Country(ies)

6. Caption (description of authority requested, e.g., Application for a License to Land and Operate a Fiber Optic Submarine Cable System between the United States, Country A and Country B.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for Authority to Transfer Control of Submarine Cable Landing Licenses of MCI International, Inc. from MCI, Inc. to Verizon Communications Inc.

<p>7. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee</p> <p><input type="radio"/> Other (please explain):</p>
<p>8. Will the cable system be operated on a common carrier basis? <input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p>If yes, provide the File Number of the associated Section 214 application for the construction and operation of new facilities.</p>
<p>9. In Attachment 1, provide the information and certifications required by 47 C.F.R. Section 1.767(a).</p>

CERTIFICATIONS

<p>10. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>			
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;"> <p>11. Typed Name of Person Signing</p> <p>Richard S. Whitt</p> </td> <td style="width: 50%; padding: 5px;"> <p>12. Title of Person Signing</p> <p>Vice President of Federal Law and Policy</p> </td> </tr> </table>	<p>11. Typed Name of Person Signing</p> <p>Richard S. Whitt</p>	<p>12. Title of Person Signing</p> <p>Vice President of Federal Law and Policy</p>		
<p>11. Typed Name of Person Signing</p> <p>Richard S. Whitt</p>	<p>12. Title of Person Signing</p> <p>Vice President of Federal Law and Policy</p>			
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>				
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; padding: 5px;">13. 1: Narrative</td> <td style="width: 33%; padding: 5px;">2:</td> <td style="width: 33%; padding: 5px;">3:</td> </tr> </table>		13. 1: Narrative	2:	3:
13. 1: Narrative	2:	3:		

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
)

Verizon Communications Inc., Transferee,
and MCI, Inc., Transferor, on behalf of itself
and its subsidiary MFS Globenet, Inc.)

File No. _____

Application for Authority to Transfer Control
of Cable Landing License)
)
)
_____)

APPLICATION

I. INTRODUCTION

Pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767 (1999), and Executive Order No. 10530, Verizon Communications Inc. ("Verizon") and MCI, Inc. ("MCI"), on behalf of itself and its subsidiary MFS Globenet, Inc., hereby request approval for the transfer of control of the cable landing license held by MFS Globenet, Inc. to Verizon. This cable landing license is listed in Attachment A hereto. Verizon and MCI (collectively "Applicants") are concurrently filing applications with the Federal Communications Commission ("FCC" or "Commission") for authority to transfer MCI's blanket domestic Section 214 authorizations, its international Section 214 authorizations, and various satellite earth station and radio station licenses to Verizon.

II. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

Verizon and MCI have entered into a transaction that will result in MCI becoming a wholly-owned subsidiary of Verizon. Under the terms of the agreement, a wholly-owned subsidiary of Verizon will merge with and into MCI. MCI will be the surviving corporation, thereby becoming a wholly-owned subsidiary of Verizon. MCI shareholders will receive 0.4062 shares of Verizon common stock and \$1.50 for each MCI share owned. Shareholders also will receive a special dividend payment of \$4.50 per share.

Following consummation of the transaction, MCI will continue to own the stock of its subsidiaries and MCI and its subsidiaries will continue to hold all of the FCC authorizations that they held prior to the transaction. As such, the transaction does not involve any assignment of MCI's licenses and authorizations, or any change in the licensees that hold such licenses and authorizations, and those companies will continue to provide service to the public. Similarly, the transaction will not result in any assignment of Verizon's existing licenses and authorizations, or any change in the licensees that hold such licenses and authorizations. Those companies also will continue to provide service to the public.

As part of the transaction, the Applicants seek to transfer control of the cable landing license described herein from MCI to Verizon. A description of the public interest benefits of the transaction is attached as Exhibit 1 to the "Application for Consent to Transfer of Control" seeking FCC consent to the transfer of control of certain domestic Section 214 authorizations held by MCI and its subsidiaries to Verizon. That application is available online through the FCC's Electronic Comment Filing System ("ECFS") at <http://www.fcc.gov/cgb/ecfs/> under the

proceeding WC Docket No. 05-75. The exhibit is incorporated herein by reference, as permitted under FCC rules.¹

III. INFORMATION REQUIRED UNDER SECTION 1.767 OF THE COMMISSION'S RULES

In accordance with Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767,

Applicants submit the following information:

(1) Name, Address and Telephone Number of Each Applicant

Transferor/Licensee: MCI, Inc./MFS Globenet, Inc.
22001 Loudoun County Parkway
Ashburn, Virginia 20147
USA
(703) 886-5600

Transferee: Verizon Communications Inc.
1095 Avenue of the Americas
New York, NY 10036
(212) 395-2121

(2) State of Organization

Transferor/Licensee: MCI, Inc. and MFS Globenet, Inc. are organized under the laws of the state of Delaware.

Transferee: Verizon Communications Inc. is organized under the laws of the state of Delaware.

(3) Contact Persons for This Application

Questions or inquiries concerning this Application may be directed to:

Anastasia Kelly, Executive VP and General Counsel
Richard S. Whitt
Dennis W. Guard, Jr.
MCI, Inc.
1133 19th Street NW
Washington, D.C. 20036

¹ See, e.g., 47 C.F.R. §§ 1.923(b), 1.10009(c)(2), 25.130(c) (2003).

(202) 736-6148 (Tel.)
(202) 736-6359 (Fax)
Dennis.Guard@MCI.com

With a copy to:

Gil M. Strobel
Lawler, Metzger, Milkman & Keeney, LLC
2001 K Street NW, Suite 802
Washington, DC 20006
(202) 777-7700 (Tel.)
gstrobel@lmmk.com

and

Michael E. Glover, Senior Vice President and Deputy
General Counsel
Suzanne Carmel
VERIZON
1300 I St., NW, Ste. 400
Washington, DC 20005
(202) 515-2537 (Tel.)
(202) 336-7922 (Fax)
scarmel@verizon.com

With a copy to:

Nancy J. Victory
Wiley Rein & Fielding LLP
1776 K Street NW
Washington, DC 20006
(202) 719-7000 (Tel.)
(202) 719-7049 (Fax)
nvictory@wrf.com

(4)-(7) Not Applicable.

(8) Affiliations and Other Certifications Required by Sections 63.18(h)-(k) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h)-(k), (o).

Verizon is affiliated, as that term is defined by Section 63.09 of the Commission's Rules, with the following foreign carriers: Verizon Dominicana, C. por A. ("Verizon

Dominicana”);² Compañía Anónima Nacional Teléfonos de Venezuela (“CANTV”); Gibtelecom Limited (“Gibtelecom”);³ GTE Far East (Services) Limited (“GTEFE”); Verizon Global Solutions U.K. Ltd (“GS-UK”); Verizon Global Solutions Netherlands B.V. (“GS-Netherlands”); Verizon Global Solutions Belgium B.V.B.A (“GS-Belgium”); Verizon Global Solutions Germany GmbH (“GS-Germany”); Verizon Global Solutions France SAS (“GS-France”); Verizon Global Solutions Holdings V Ltd. (“GS-Japan”); Verizon Global Solutions Switzerland GmbH (“GS-Switzerland”); Verizon Global Solutions Italy S.r.l. (“GS-Italy”); Verizon Global Solutions Spain S.r.l. (“GS-Spain”); Verizon Global Solutions Singapore Pte. Ltd. (“GS-Singapore”); Verizon Global Solutions Ireland Limited (“GS-Ireland”).

Section 63.18(h) – Ownership and Interlocking Directorates

Verizon is a publicly traded U.S. corporation. No person or entity directly or indirectly owns ten percent or more of the equity of Verizon.

Janet M. Garrity, an Assistant Treasurer of Verizon Communications Inc., also is Treasurer of GS-Japan. In addition, the following officers and/or directors of one or more of Verizon’s subsidiaries holding international Section 214 authorizations (the “Verizon 214 Licensees”),⁴ are part of interlocking directorates as defined by Section 63.09(g) of the Commission’s Rules.

² Verizon Dominicana was formerly known as CODETEL, C. POR A.

³ Gibtelecom was formerly known as Gibraltar NYNEX Communications Ltd. Gibraltar Telecommunications International Limited (“Gibtel”), formerly a subsidiary of Gibraltar NYNEX Communications Ltd., has been merged into Gibtelecom.

⁴ The Verizon 214 Licensees are Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance (“VLD”) (FRN 0004-3425-98), NYNEX Long Distance Company d/b/a Verizon

- (1) Ms. Garrity also is an Assistant Treasurer of Verizon Maine, Treasurer of Verizon Pacifica and Verizon Airfone, and Treasurer and Vice President of GTE Wireless;
- (2) Manuel Bonilla is a director and Vice President – International of CIC and Vice President – Diversified Operations and International Services of Verizon Dominicana;
- (3) Patricia de Barros-Kari is an alternate director and Assistant Secretary of GS-Ireland, a director and Assistant Secretary of GS-Japan, Secretary of GS-UK, and Assistant Secretary of VHI;
- (4) John N. Doherty is a director of Verizon Dominicana, CANTV, CIC, and Verizon Airfone, as well as Chairman of the Board of CIC;
- (5) Peter K. Geiger is a director of GTEFE, GS-Ireland, GS-Japan, GS-Italy, GS-Netherlands, GS-Singapore, GS-Spain, GS-UK, and VHI, as well as Manager and Assistant Treasurer of GS-Ireland, Assistant Treasurer, Vice President, and Deputy Chairman of GS-Japan, Managing Director of GS-Germany, and Controller, Assistant Treasurer, Chief Financial Officer, and Vice President of VHI;

Enterprise Solutions (“VES”) (FRN 0004-3425-80), Verizon Global Solutions Inc. (“VGSI”) (FRN 0004-3729-75), Verizon Hawaii International Inc. (“VHI”) (FRN 0004-3744-43), GTE Pacifica Incorporated d/b/a Verizon Pacifica (“Verizon Pacifica”) (FRN 0004-3399-33), Verizon Select Services Inc. (“VSSI”) (FRN 0004-9973-75), GTE Wireless Incorporated (“GTE Wireless”) (FRN 0003-5796-95), Verizon Airfone Inc. (formerly GTE Airfone Incorporated) (“Verizon Airfone”) (FRN 0005-0485-82), GTE Railfone LLC (“GTE Railfone”) (FRN 0006-3693-42), CODETEL International Communications Incorporated (“CIC”) (FRN 0006-3694-41), and Verizon New England, Inc. (d/b/a Verizon Maine) (“Verizon Maine”) (FRN 0003-6289-71). VSSI and VGSI merged on March 1, 2005. Verizon will file a notification regarding this *pro forma* transfer of control of VGSI’s international Section 214 authorizations within 30 days of the consummation of the transaction, as provided by Section 63.24 of the Commission’s Rules. 47 C.F.R. § 63.24. In addition, the Commission has granted approval for the transfer of control of Verizon Pacifica and its Section 214 licenses to Pacific Telecom, Inc. *See Bell Atlantic New Zealand Holdings, Inc., Transferor and Pacific Telecom Inc., Transferee Applications for Consent to Transfer Control of a Submarine Cable Landing License, International and Domestic Section 214 Authorizations, a Cellular Radiotelephone License, Common Carrier and Non-Common Carrier Satellite Earth Station Licenses, and a Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 18 FCC Rcd 23140 (2003). Verizon also holds interests in the following entities which hold international Section 214 authorizations: CANTV, PRT Larga Distancia, Inc., and Cellco Partnership d/b/a Verizon Wireless.

- (6) Benigno González is a director of CIC and Vice President – Marketing and Product Management of Verizon Dominicana;
- (7) Hector B. Houssay is a director of CIC and a director and Vice President – Finance of Verizon Dominicana;
- (8) John J. Lack is a director of CANTV, Verizon Dominicana, and CIC, and is Vice President of Verizon Pacifica;
- (9) Londa C. Perrett is Assistant Secretary of Verizon Dominicana, GS-Japan, VLD, CIC, Verizon Pacifica, VES, VHI, and VSSI;
- (10) Daniel C. Petri is a director of CANTV, a director and Chairman of the Board of Verizon Dominicana, and a director and President of Verizon Pacifica;
- (11) John D. Pricken is a director of GS-UK, GTEFE, GS-Japan, GS-Spain, GS-Singapore, and VHI, as well as Managing Director of GS-Germany, and Chairman and President of GS-Japan and VHI.

Section 63.18(i) – Affiliations With Foreign Carriers

Verizon certifies that it is not a foreign carrier. Verizon is affiliated, as that term is defined in Section 63.09 of the Commission’s Rules, 47 C.F.R. § 63.09, with a number of foreign carriers. The foreign affiliations, including the types of services offered and the nature of the relationship with Verizon, are listed below.

- (a) Verizon Dominicana: Verizon indirectly owns 100 percent of Verizon Dominicana, which provides domestic and international telecommunications services in the Dominican Republic. Verizon Dominicana also owns cable landing stations in the Dominican Republic.
- (b) CANTV: Verizon indirectly owns 28.5 percent of CANTV, which provides domestic and international telecommunications services in Venezuela. CANTV also owns cable landing stations in Venezuela.
- (c) Verizon Global Solutions Operating Affiliates: In deploying its global network, Verizon has created a number of foreign operating entities outside the United States that hold operating licenses, interconnect with foreign carriers, and operate telecommunications systems and networks. The entities that presently hold operating licenses or operate telecommunications systems and networks are as follows:

- (1) GTEFE: Verizon indirectly owns 100 percent of GTEFE, a Hong Kong corporation doing business in Japan and Hong Kong. GTEFE is one of over 300 entities that holds a Type I license in Japan. In addition, GTEFE holds a Public Non-Exclusive Telecommunications Service License to provide International Value-Added Network Services in Hong Kong.
- (2) GS-UK: Verizon indirectly owns 100 percent of GS-UK, which was formed to provide domestic and international transport and connectivity in the United Kingdom. GS-UK holds SPL (self-provision), TSL (private line), ISVR (international simple voice resale) and PTO without Code Powers (public telecommunications operator) licenses in the United Kingdom.
- (3) GS-Netherlands: Verizon indirectly owns 100 percent of GS-Netherlands, which was formed to provide domestic and international transport and connectivity in the Netherlands. GS-Netherlands holds a Public Network license in the Kingdom of the Netherlands.
- (4) GS-Belgium: Verizon indirectly owns 100 percent of GS-Belgium, which was formed to provide domestic and international transport and connectivity in Belgium. GS-Belgium holds a Public Network license in Belgium.
- (5) GS-Germany: Verizon indirectly owns 100 percent of GS-Germany, which was formed to provide domestic and international transport and connectivity in the Federal Republic of Germany. GS-Germany holds a Type 3 Network license in Germany.
- (6) GS-France: Verizon indirectly owns 100 percent of GS-France, which was formed to provide domestic and international transport and connectivity in France. GS-France holds a Public Network license in France.
- (7) GS-Japan: Verizon indirectly owns 100 percent of GS-Japan, a Bermuda corporation with a branch office doing business in Japan as Verizon Global Solutions Japan. GS-Japan is one of over 8,000 entities that holds a Special Type II license in Japan.
- (8) GS-Switzerland: Verizon indirectly owns 100 percent of GS-Switzerland, which was formed to provide domestic and international transport and connectivity in Switzerland. GS-Switzerland is registered as a provider of telecommunications services in Switzerland.

- (9) GS-Italy: Verizon indirectly owns 100 percent of GS-Italy, which was formed to provide domestic and international transport and connectivity in Italy. GS-Italy is registered as a provider of telecommunications services in Italy.
 - (10) GS-Spain: Verizon indirectly owns 100 percent of GS-Spain, which was formed to provide domestic and international transport and connectivity in Spain. GS-Spain holds a C-type general authorization to provide telecommunications services in Spain.
 - (11) GS-Singapore: Verizon indirectly owns 100 percent of GS-Singapore, which was formed to provide domestic and international transport and connectivity in Singapore. GS-Singapore holds a Services-Based Operator (Individual) License in Singapore.
 - (12) GS-Ireland: Verizon indirectly owns 100 percent of GS-Ireland, a company formed under the laws of the Republic of Ireland. GS-Ireland was created to be a reseller of network capacity held and operated by GS-UK, GS-Germany, GS-Belgium, GS-Netherlands, GS-France, GS-Japan, GS-Switzerland, GS-Italy, GS-Spain, GS-Singapore and other licensed operating companies established by VGSI.
- (d) Gibtelecom: Verizon indirectly owns 50 percent of Gibtelecom, which is authorized to provide domestic wireline communications and international telecommunications services in Gibraltar.

All of Verizon's foreign affiliates provide basic telecommunications services, and all of the affiliates lack market power in their home markets, except for Verizon Dominicana, CANTV, and Gibtelecom.

After consummation of the proposed transaction, Verizon will also be affiliated with Avantel, SA, a provider of intra-city and international transport telecommunications services in Mexico. MCI holds a 44.5% voting interest in Avantel. Verizon will also be affiliated with the following MCI subsidiaries, which operate as foreign carriers as

defined by Section 63.09(d) of the Commission's Rules.⁵ All of these foreign subsidiaries provide basic telecommunications services, and all of these foreign subsidiaries lack market power in their home markets.

<u>Country</u>	<u>Foreign Carrier</u>
Argentina	MCI International (Argentina) S.A. UUNET Argentina, SRL
Australia	MCI WorldCom Australia Pty Limited
Austria	MCI WorldCom Telecommunication Services Austria Gessellschaft m.b.H UUNET (Austria) GmbH
Belgium	MCI Belgium Luxembourg S.A.
Botswana	UUNET Botswana ⁶
Canada	WorldCom Canada Limited
Chile	MCI International de Chile S.A. UUNET International (Chile) Ltda
Colombia	MCI Colombia, S.A.
Czech Republic	MCI WorldCom Telecommunications (Czech Republic), s.r.o. UUNET Czech, s.r.o.
Denmark	WorldCom Telecommunications A/S
Finland	UUNET Finland Oy
France	MCI France S.A.
Germany	MCI Deutschland GmbH
Greece	UUNET Hellas EPE
Hong Kong	MCI WorldCom Asia Pacific Limited
Hungary	UUNET Hungary KFT
Ireland	MCI WorldCom (Ireland) Limited
Italy	MCI Italia S.p.A.

⁵ Unless otherwise indicated, MCI holds a 100% direct or indirect ownership interest in each subsidiary.

⁶ MCI holds an 80% ownership interest in UUNET Botswana.

<u>Country</u>	<u>Foreign Carrier</u>
Japan	MCI WorldCom Japan, Limited MCI WorldCom Communications Japan Ltd. MCI International (Japan) Co., Ltd. UUNET Japan, Ltd.
Kenya	UUNET Kenya Limited ⁷
Korea	MCI WorldCom Korea, Ltd
Luxembourg	MCI Belgium Luxembourg S.A.
Namibia	UUNET Namibia (Pty) Limited
Netherlands	MCI Netherlands B.V.
New Zealand	WorldCom New Zealand Limited
Norway	MCI WorldCom AS (Norway) UUNET Norway AS
Panama	MCI International Panama, S.A. UUNET International Panama S.A.
Peru	MCI WorldCom Peru, SRL
Poland	UUNET Polska S.P. Z.o.o.
Portugal	UUNET Portugal, Sociedade Unipessoal, Lda
Russia	MCI (CIS) LLC
Singapore	MCI WorldCom Asia Pte. Limited UUNET Singapore Pte Ltd
South Africa	UUNET South Africa (Pty) Ltd
Spain	MCI WorldCom (Spain), S.A. Sociedad Espanola de Servicios de Internet UUNET S.L. (Spain)
Sweden	MCI WorldCom Aktiebolag UUNET Sweden AB
Switzerland	MCI WorldCom A.G. ⁸ UUNET Schweiz GmbH
Taiwan, ROC	MCI WorldCom Taiwan Co. Ltd.
United Kingdom	MCI WorldCom Limited
Venezuela	MCI de Venezuela, S.A.
Zambia	UUNET Zambia Limited ⁹

⁷ MCI holds a 60% ownership interest in UUNET Kenya Limited.

⁸ MCI holds a 97% ownership interest in MCI WorldCom A.G.

⁹ MCI holds a 60% ownership interest in UUNET Zambia Limited.

Section 63.18(j) – Service to Destination Markets of Foreign Carriers Controlled by Transferee

Verizon certifies that it is not a foreign carrier but that it holds controlling interests in certain foreign carriers in destination countries. Verizon will also continue to provide service in foreign markets via the foreign carriers affiliated with MCI and its subsidiaries. Therefore, following consummation of the transaction, Verizon will control foreign carriers in the following destination markets.

<u>Country</u>	<u>Foreign Carrier(s) Controlled by Verizon</u>	<u>Foreign Carrier(s) Controlled by MCI</u>
Argentina		MCI International (Argentina) S.A. UUNET Argentina, SRL
Australia		MCI WorldCom Australia Pty Limited
Austria		MCI WorldCom Telecommunication Services Austria Gesellschaft m.b.H UUNET (Austria) GmbH
Belgium	Verizon Global Solutions Belgium B.V.B.A.	MCI Belgium Luxembourg S.A.
Botswana		UUNET Botswana ¹⁰
Canada		WorldCom Canada Limited
Chile		MCI International de Chile S.A. UUNET International (Chile) Ltda
Colombia		MCI Colombia, S.A.
Czech Republic		MCI WorldCom Telecommunications (Czech Republic), s.r.o. UUNET Czech, s.r.o.
Denmark		WorldCom Telecommunications A/S
Dominican Republic	Verizon Dominicana, C. por A.	
Finland		MCI WorldCom Finland Oy
France	Verizon Global Solutions France SAS	MCI France S.A.
Germany	Verizon Global Solutions Germany GmbH	MCI Deutschland GmbH

¹⁰

MCI holds an 80% ownership interest in UUNET Botswana.

<u>Country</u>	<u>Foreign Carrier(s) Controlled by Verizon</u>	<u>Foreign Carrier(s) Controlled by MCI</u>
Gibraltar	Gibtelecom Limited	
Greece		UUNET Hellas EPE
Hong Kong	GTE Far East (Services) Limited	MCI WorldCom Asia Pacific Limited
Hungary		UUNET Hungary KFT
Ireland	Verizon Global Solutions Ireland Limited	MCI WorldCom (Ireland) Limited
Italy	Verizon Global Solutions Italy S.r.l.	MCI Italia S.p.A.
Japan	GTE Far East (Services) Limited Verizon Global Solutions Holdings V Ltd.	MCI WorldCom Japan Limited MCI WorldCom Communications Japan Ltd. MCI International (Japan) Co., Ltd. UUNET Japan, Ltd.
Kenya		UUNET Kenya Limited ¹¹
Korea		MCI WorldCom Korea Limited
Luxembourg		MCI Belgium Luxembourg S.A.
Netherlands	Verizon Global Solutions Netherlands B.V.	MCI Netherlands B.V.
New Zealand		WorldCom New Zealand Limited
Norway		MCI WorldCom AS (Norway) UUNET Norway AS
Panama		MCI International Panama, S.A. UUNET International Panama S.A.
Peru		MCI WorldCom Peru SRL
Poland		UUNET Polska S.P. Z.o.o
Portugal		UUNET Portugal, Sociedade Unipessoal, Lda
Russia		MCI (CIS) LLC
Singapore	Verizon Global Solutions Singapore Pte. Ltd.	MCI WorldCom Asia Pte. Limited UUNET Singapore Pte Ltd
South Africa		UUNET South Africa (Pty) Ltd
Spain	Verizon Global Solutions Spain S.r.l.	MCI WorldCom (Spain), S.A. Sociedad Espanola de Servicios de Internet UUNET S.I. (Spain)
Sweden		WorldCom Aktiebolag UUNET Sweden AB

¹¹ MCI holds a 60% ownership interest in UUNET Kenya Limited.

<u>Country</u>	<u>Foreign Carrier(s) Controlled by Verizon</u>	<u>Foreign Carrier(s) Controlled by MCI</u>
Switzerland	Verizon Global Solutions Switzerland GmbH	MCI WorldCom A.G. ¹² UUNET Schweiz GmbH
Taiwan, ROC		MCI WorldCom Taiwan Co. Ltd.
United Kingdom	Verizon Global Solutions U.K. Ltd	MCI WorldCom Limited
Venezuela		MCI de Venezuela, S.A.
Zambia		UUNET Zambia Limited ¹³

Section 63.18(k) – WTO Membership

All of the countries listed in the response to Section 63.18(j) are WTO Member countries, except Taiwan and Russia.¹⁴ MCI's affiliates in Taiwan and Russia neither control bottleneck facilities nor have a fifty percent or greater market share in the Taiwanese and Russian international transport or local access markets, and therefore lack market power in Taiwan and Russia, respectively.

Section 63.18(o) – Anti-Drug Abuse Certification

Verizon certifies pursuant to sections 1.2001 through 1.2003 of the Commission's Rules that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

¹² MCI holds a 97% ownership interest in MCI WorldCom A.G.

¹³ MCI holds a 60% ownership interest in UUNET Zambia Limited.

¹⁴ See List of WTO Member Countries at <http://www.wto.int/english/thewto_e/whatis_e/tif_e/org6_e.htm>. The U.S. Department of State has concluded that the 1994 Marrakesh Agreement Establishing the World Trade Organization applies to Gibraltar. See *Application of GTE CORPORATION, Transferor, and BELL ATLANTIC CORPORATION, Transferee; For Consent to Transfer Control of Domestic and International Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, Memorandum, Opinion and Order, 15 FCC Red 14032, 14218-219 (2000) ("Merger Order").

(9) Routine Conditions Specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

Verizon certifies that it accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

(10) Not Applicable.

(11) Information Required of Transfer of Control Applicants.

A listing of the cable landing license held by MFS Globenet, Inc. and the original file number of this license is attached hereto as Attachment A.

As part of the proposed transaction, MCI is transferring to Verizon its 10% equity interest in the Southern Cross cable system.

IV. CONCLUSION

For the reasons presented herein, Applicants submit that the public interest, convenience and necessity would be served by a grant of this application for transfer of control of the referenced cable landing license, and respectfully request that this application be granted.

Respectfully submitted,

Verizon Communications Inc.

MCI, Inc.

/s/ Michael E. Glover

/s/ Richard S. Whitt

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Senior Vice President and Deputy General
Counsel
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Arlington, VA 22201-2909
Tel: (703) 351-3860
Fax: (703) 351-3676

Richard S. Whitt
Vice President of Federal Law and
Policy
MCI, Inc.
1133 19th Street, NW
Washington, DC 20036
Tel: (202) 887-3845
Fax: (202) 736-6701

Dated: March 11, 2005

ATTACHMENT A

Submarine Cable Landing License Held by MFS Globenet, Inc.

<u>Cable System</u>	<u>Licensed Entities</u>	<u>FCC ID Number</u>
Southern Cross	MFS Globenet, Inc.	SCL-LIC-19971014-00009

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served this date upon the following:

Marlene Dortch
Secretary
Federal Communications Commission
445 12 St., S.W.
Washington, DC 20554
(via the FCC's International Bureau Filing System)

David Krech
International Bureau
Federal Communications Commission
445 12 St., S.W.
Washington, DC 20554
(via electronic mail to David.Krech@fcc.gov)

Susan O'Connell
International Bureau
Federal Communications Commission
445 12 St., S.W.
Washington, DC 20554
(via electronic mail to Susan.O'Connell@fcc.gov)

Ambassador David Gross
U.S. Coordinator
EB/CIP
U.S. Department of State
2201 C Street, N.W.
Washington, D.C. 20520-5818
(via first class U.S. mail, postage prepaid)

Office of Chief Counsel/NTIA
U.S. Department of Commerce
14th St. and Constitution Ave., N.W.
Washington, D.C. 20230
(via first class U.S. mail, postage prepaid)

Defense Information Systems Agency
Code RGC
701 S. Courthouse Road
Arlington, VA 22204
(via first class U.S. mail, postage prepaid)

/s/ Ruth E. Holder
Ruth E. Holder

Dated: March 11, 2005

CABLE LANDING LICENSE APPLICATION
FOR OFFICIAL USE ONLY

APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Application for transfer of control of MFS Globenet, Inc.'s submarine cable landing licenses from MCI to Verizon.

1. Applicant

Name:	MFS Globenet, Inc.	Phone Number:	202-736-6148
DBA Name:		Fax Number:	202-736-6359
Street:	1133 19th Street, NW	E-Mail:	Dennis.Guard@mci.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20036 -
Attention:	Mr Dennis W Guard Jr		

2. Contact

Name:	Gil M. Strobel	Phone Number:	202-777-7700
Company:	Lawler, Metzger, Milkman & Keeney, LLC	Fax Number:	202-777-7763
Street:	2001 K Street NW	E-Mail:	gstrobel@lmmk.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006 –
Contact Title:	Attorney	Relationship:	Legal Counsel

3. Place of Incorporation of Applicant Delaware

4. Other Company(ies) and Place(s) of Incorporation

5. Destination Country(ies)

6. Caption (description of authority requested, e.g., Application for a License to Land and Operate a Fiber Optic Submarine Cable System between the United States, Country A and Country B.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for Authority to Transfer Control of Submarine Cable Landing Licenses of MFS Globenet, Inc. from MCI, Inc. to Verizon Communications Inc.

<p>7. Is a fee submitted with this application?</p> <p><input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).</p> <p><input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee</p> <p><input type="radio"/> Other (please explain):</p>
<p>8. Will the cable system be operated on a common carrier basis? <input type="radio"/> Yes <input checked="" type="radio"/> No</p> <p>If yes, provide the File Number of the associated Section 214 application for the construction and operation of new facilities.</p>
<p>9. In Attachment 1, provide the information and certifications required by 47 C.F.R. Section 1.767(a).</p>

CERTIFICATIONS

<p>10. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.</p>	<p><input checked="" type="radio"/> Yes <input type="radio"/> No</p>			
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;"> <p>11. Typed Name of Person Signing</p> <p>Richard S. Whitt</p> </td> <td style="width: 50%; padding: 5px;"> <p>12. Title of Person Signing</p> <p>Vice President of Federal Law and Policy</p> </td> </tr> </table>	<p>11. Typed Name of Person Signing</p> <p>Richard S. Whitt</p>	<p>12. Title of Person Signing</p> <p>Vice President of Federal Law and Policy</p>		
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<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>				
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; padding: 5px;">13. 1: Narrative</td> <td style="width: 33%; padding: 5px;">2:</td> <td style="width: 33%; padding: 5px;">3:</td> </tr> </table>		13. 1: Narrative	2:	3:
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